

BINGHAM

WC 07-246

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October 30, 2007

Via Courier

OCT 30 2007

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: **In the Matter of the Joint Application of El Paso Corporation,
("Transferor"), Genesis Park GP Company, LLC, ("Transferee"), Alpheus
Communications, L.P., ("Licensee") and Alpheus Data Services, LLC,
("Licensee") For Approval of the Grant of Authority Pursuant to Section
214 of the Communications Act of 1934, as amended, for Approval of a
Transfer of Control Of Authorized Carriers**

Dear Ms. Dortch:

On behalf of El Paso Corporation, ("Transferor"), Genesis Park GP Company, LLC, ("Transferee"), Alpheus Communications, L.P., ("Alpheus" or Licensee") and Alpheus Data Services, LLC, ("ADS" or "Licensee"), enclosed please find an original and six(6) copies of an application for approval to transfer control of Alpheus and ADS. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

Joshua M. Bobeck
Troy F. Tanner

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Hartford
Hong Kong
London
Los Angeles
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FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX # 358145			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 c/o Troy Tanner			
(5) STREET ADDRESS LINE NO. 2 2020 K Street NW, 10th Floor			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004353900			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Alpheus Communications, L.P.			
(14) STREET ADDRESS LINE NO. 1 1001 Louisiana Street			
(15) STREET ADDRESS LINE NO. 2 Travis Place, 9th Floor			
(16) CITY Houston		(17) STATE TX	(18) ZIP CODE 77002
(19) DAYTIME TELEPHONE NUMBER (include area code) (877) 257-4387		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0005-0043-61			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>M. Renee Britt</u> DATE <u>10/30/2007</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA <u>X</u> _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER <u>REDACTED</u> EXPIRATION DATE <u>REDACTED</u>			
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described. SIGNATURE <u>Renee Britt</u> DATE <u>10/30/2007</u>			

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>2</u> of <u>4</u>		SPECIAL USE FCC ONLY	
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION			
(13) APPLICANT NAME Alpheus Data Services, LLC			
(14) STREET ADDRESS LINE NO. 1 1001 Louisiana Street			
(15) STREET ADDRESS LINE NO. 2 Travis Place, 9th Floor			
(16) CITY Houston		(17) STATE TX	(18) ZIP CODE 77002
(19) DAYTIME TELEPHONE NUMBER (include area code) 877-257-4387		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0016-1379-37		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY	
(28C) FCC CODE 1		(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY	
(28D) FCC CODE 1		(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY	
(28E) FCC CODE 1		(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY	
(28F) FCC CODE 1		(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>3</u> of <u>4</u>		SPECIAL USE FCC ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Genesis Park GP Company, LLC		
(14) STREET ADDRESS LINE NO. 1 2131 San Felipe		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Houston	(17) STATE TX	(18) ZIP CODE 77019
(19) DAYTIME TELEPHONE NUMBER (include area code) 713-521-1980		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0006-6811-18		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>4</u> of <u>4</u>		SPECIAL USE
		FCC ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME El Paso Corporation		
(14) STREET ADDRESS LINE NO. 1 1001 Louisiana Street		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Houston	(17) STATE TX	(18) ZIP CODE 77002
(19) DAYTIME TELEPHONE NUMBER (include area code) 713-420-2600		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0005-8023-27		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)	
)	
El Paso Corporation , Transferor)	
Genesis Park GP Company, LLC , Transferee)	
Alpheus Communications, L.P. , Licensee)	WC Docket No. 07-_____
Alpheus Data Services, LLC , Licensee)	ITC-T/C-2007_____
)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as amended, and Sections 63.04 and 63.24 of the)	
Commission's Rules to Complete a)	
Transfer of Control of Authorized Domestic and)	
International Section 214 Carriers)	

JOINT APPLICATION

I. INTRODUCTION

El Paso Corporation ("El Paso" or "Transferor") and Genesis Park GP Company, LLC ("Genesis Park" or "Transferee"), Alpheus Communications, L.P. ("Alpheus") and Alpheus Data Services, LLC ("ADS") (collectively, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Federal Communications Commission ("Commission") approval for the transfer of control of Alpheus and ADS (collectively, "Licensees"), non-dominant carriers holding authority from the Commission to provide telecommunications services.

Although the proposed transaction will result in a change in the ultimate ownership and control of Licensees, no transfer of certificates, assets or customers will occur as an immediate consequence of the proposed transaction. Licensees will continue to provide service to their

existing customers pursuant to their authorizations under the same rates, terms and conditions. Accordingly, this transaction will be transparent to the customers of Licensees.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Genesis Park GP Company, LLC (Transferee)

Genesis Park is a Houston-based private equity firm focusing on buyouts (LBO & MBO), partnering strategies with public corporations, and growth financings. Genesis Park tends to be Texas-centric in its portfolio investments because physical proximity and regional knowledge is a benefit to the growth of its investments.

B. El Paso Corporation (Transferor)

El Paso Corporation is a publicly traded Delaware corporation (NYSE: EP) based in Houston, Texas. El Paso provides natural gas and related energy products, and owns North America's largest interstate natural gas pipeline system and one of North America's largest independent natural gas producers.

C. Alpheus Communications, L.P. and Alpheus Data Services, LLC (Licensees)

Alpheus is a limited partnership organized under the laws of Delaware, and its wholly-owned subsidiary, ADS, is a limited liability company, also organized under Delaware law. Together, these companies are providers of telecommunications and data center services for enterprises and carriers throughout Texas. Alpheus has a competitive fiber backbone throughout metro Texas, with its network collocated in approximately 85% of AT&T Texas central offices in the largest cities in Texas (Austin, Dallas, Fort Worth, Houston, San Antonio, and Corpus Christi). Alpheus concentrates on offering wholesale hubbed and point-to-point service, at bandwidth speeds ranging from DS-1 to OC-192, Gigabit and Metro Ethernet and Managed

Wavelengths, to other carriers, Internet Service Providers and enterprise customers. Alpheus delivers metro transport to end-user buildings, cell sites, carrier hotels, microwave relay points, and Wi-Fi hotspots. Alpheus' subsidiary, ADS, provides of information and communications technology solutions for enterprises and governments alike. ADS serves enterprise customers in the healthcare, energy, banking, IT and legal fields.

III. DESCRIPTION OF THE TRANSACTION

Alpheus is a joint venture between El Paso and Genesis Park. They have jointly controlled Zipline, L.L.C. ("Zipline"), the general partner of Alpheus, with each owning 50% of Zipline, and each controlling two seats on its Board of Directors. The current ownership arrangement provides that a fifth director of Zipline would be chosen by mutual consent between El Paso and Genesis Park, but that fifth board seat has remained vacant. El Paso and Zipline have entered into an agreement whereby Zipline will distribute to El Paso its 50% interest in the common units in Alpheus owned by Zipline. Thereafter, Alpheus will redeem El Paso's common units in Alpheus. As a result, Genesis Park, as Zipline's only remaining equity holder, will become Zipline's sole owner. In addition, Zipline's Board will be reduced to three members, with Genesis Park appointing two of those members, and El Paso appointing the third member.

Finally, the ownership of Alpheus will change, with Genesis Park increasing its direct and indirect equity interest to an approximately 46% interest, while El Paso lowers its greater than 50% indirect equity interest to 35%. In particular, Genesis Park's indirect wholly-owned subsidiary Genesis Park Telecom Partners, L.P. ("GPTP"), is a limited partner of Alpheus which has held a 31.99% equity interest in it. At the close of the transaction, GPTP will hold an approximately 39% interest in Alpheus, and Genesis Park, L.P., also an indirect subsidiary of Genesis Park, will hold an approximately 7% direct interest in Alpheus. Further, El Paso's indirect wholly-owned subsidiary El Paso Telecom, L.L.C., also is a limited partner of Alpheus,

and it has held a 54.7% interest in Alpheus. Alpheus will redeem a portion of the interest, reducing El Paso's equity to 35%. The remaining equity in Alpheus will be held by individuals comprising Alpheus' Management and Zipline's Board, with no individual holding a 10% or greater interest.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the transaction described herein will serve the public interest. The proposed transaction will be conducted in a manner that will be transparent to customers of the Licensees. The transfer of control of the Licensees will not result in a change of carrier for customers or any assignment of authorizations. Following consummation of the proposed transaction, the Licensees will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

El Paso Corporation
1001 Louisiana Street
Houston, TX 77002
(713) 420-2600

FRN: 0005802327

Transferee:

Genesis Park GP Company, LLC.
2131 San Felipe
Houston, TX 77019
(713) 521-1980

FRN: 0006681118

Licensees:

Alpheus Communications, L.P.
Alpheus Data Services, LLC

FRN: 0005004361
FRN: 0016137937

Each Licensee has the following address and phone number:

1001 Louisiana Street
Travis Place, 9th Floor
Houston, TX 77002
(877) 257-4387

(b) Jurisdiction of Organizations:

Transferor: El Paso Corporation is a corporation formed under the laws of Delaware.

Transferee: Genesis Park GP Company LLC is a limited liability company organized under the laws of Delaware.

Licensees: Alpheus Communications, L.P. is a limited partnership organized under the laws of Delaware.

Alpheus Data Services, LLC is a limited liability company organized under the laws of Delaware.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Applications:

Joshua M. Bobeck
Troy F. Tanner
BINGHAM MCCUTCHEN LLP
2020 K Street, N.W.
Washington, D.C. 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
josh.bobek@bingham.com
troy.tanner@bingham.com

With copies to:

Patricia M. Hogue
Senior Vice President, Regulatory
Alpheus Communications, L.P.
1001 Louisiana Street
Travis Place, 9th Floor
Houston, TX 77002
(903) 675-1991
patti.hogue@alpheuscommunications.com

and for El Paso Corp.:

Joe Perillo
LOCKE LORD BISSELL & LIDDELL LLP
3400 JPMorgan Chase Tower
600 Travis
Houston, TX 77002
(713) 226-1284 (Tel)
(713) 229-2610 (Fax)
jperillo@lockelord.com

(d) Section 214 Authorizations

Alpheus holds international Section 214 authority to provide global facilities-based and resold services granted by the Commission in FCC File No. ITC-214-20070420-00148. ADS is authorized to provide similar services pursuant to a notification it filed with the FCC on June 8, 2007, pursuant to Section 63.21(h) of the Commission's Rules. *See Public Notice*, DA No. 07-3505, released August 2, 2007. In addition, both Alpheus and ADS hold blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

- (h) (Answer to Questions 11 & 12)** The following entities hold, directly or indirectly, a 10% or greater interest in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:¹

Pre- and Post-Transaction Ownership of Licensees:

The following entities own a ten percent or greater equity interest, or controlling interest, in Alpheus Communications L.P.:

Name: Genesis Park Telecom Partners, L.P.
Address: 2131 San Felipe
Houston, TX 77019
Citizenship: US
Principal business: Investments
Percent of ownership: 31.99 % Limited Partner (pre-Transaction)
39.02% Limited Partner (post-Transaction)

Name: El Paso Telecom, L.L.C.
Address: 1001 Louisiana Street
Houston, TX 77002
Citizenship: US
Principal business: Investments
Percent of ownership: 54.74% Limited Partner (pre-Transaction)
35% Limited Partner (post-Transaction)

Name: Zipline, L.L.C.
Address: 1001 Louisiana Street
Houston, TX 77002
Citizenship: US
Principal business: Investment
Percent of ownership: 0.77 % General Partner (pre-Transaction)
0.52% General Partner (post-Transaction)

¹ While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(e)(2), Applicants are providing ownership information for both parties.

Details regarding the ownership and control of the above three entities is contained in Exhibit A. All of these entities are U.S. owned and controlled. The remaining equity in Alpheus Communications, L.P. is held by the individuals comprising Alpheus' management and Zipline's Board, with no single individual holding a 10% or greater direct interest.

El Paso Telecom, L.L.C. ("El Paso Telecom") is a wholly-owned subsidiary of El Paso Global Networks Company, which in turn is a wholly-owned subsidiary of El Paso Corporation. All of these entities may be reached at the same address as El Paso Telecom. El Paso Corporation is a publicly-held corporation, with its shares widely dispersed. There are no other individuals or entities with a 10% or greater interest in Alpheus through their investment in El Paso Telecom.

Pre-Transaction, Zipline, L.L.C., is 50% owned by Genesis Park GP Company LLC and 50% owned by El Paso Corporation. Post-Transaction, Zipline, L.L.C. will be 100% owned by Genesis Park GP Company LLC, and there will be no other individuals or entities with a 10% or greater interest in Alpheus through their investment in Zipline, L.L.C.

Genesis Park Telecom Partners, L.P. ("GPTP") is ultimately controlled by Genesis Park GP Company LLC. All of the GPTP intermediate entities listed in Exhibit A are U.S. entities, have the principal business of investing, and may be reached at the same address as GPTP.

Genesis Park GP Company LLC ("Genesis Park") is owned by the following individuals.

Name:	Paul W. Hobby
Address:	2131 San Felipe Houston, TX 77019
Phone:	(713) 521-1980
Fax:	(713) 521-3950
Citizenship:	United States
FRN:	0006681019
Principal business:	Private Equity
Type of Interest:	20% interest in Genesis Park GP Company LLC

Name: Steven J. Gibson
Address: 1050 North Post Oak, Suite 200
Houston, TX 77055
Phone: (713) 333-0100
Fax: (713) 333-0101
Citizenship: United States
FRN: 0006680979
Principal business: Real Estate
Type of Interest: 20% interest in Genesis Park GP Company LLC

Name: Neil E. Kelley
Address: Five Greenway Plaza, Suite 1310
Houston, TX 77046
Phone: (713) 285-2900
Fax: (713) 285-2911
Citizenship: United States
FRN: 0006681027
Principal business: Private Equity
Type of Interest: 20% interest in Genesis Park GP Company LLC

Name: Peter T. Shaper
Address: 4400 S. Sam Houston Parkway E.
Houston, Texas 77048
Phone: (832) 668-2700
Fax: (832) 668-2780
Citizenship: United States
FRN: 0006681043
Principal business: CEO – CapRock Communications
Type of Interest: 20% interest in Genesis Park GP Company LLC

Name: Fred R. Lummis, II
Address: 600 Travis, Suite 6160
Houston, TX 77002
Phone: (713) 335-2301
Fax: (713) 335-2310
Citizenship: United States
FRN: 0006680961
Principal business: Private Equity
Type of Interest: 20% interest in Genesis Park GP Company LLC

None of the equity and/or controlling interest holders reported above have a 10% or greater direct or indirect interest in any FCC regulated businesses.

None of the Applicants have any interlocking directorates with foreign carriers to report.

For the Commission's convenience, attached as Exhibit A is a chart showing the Pre- and Post-Transaction corporate structure of Alpheus and ADS.

- (i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier or affiliated with a foreign carrier.
- (j) **(Answer to Question 15)** Transferee certifies that it does not seek to provide international telecommunications services to any destination country where:
 - (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6)** A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7)** Both Alpheus and ADS provide telecommunications services in Texas. Neither Genesis Park nor El Paso, nor any other affiliates provide telecommunications services.
- (a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.
- (a)(9)** By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.
- (a)(10)** Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.
- (a)(11)** Not applicable.
- (a)(12)** A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

* * * * *

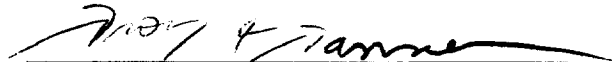
VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of Applicants.

Respectfully submitted,

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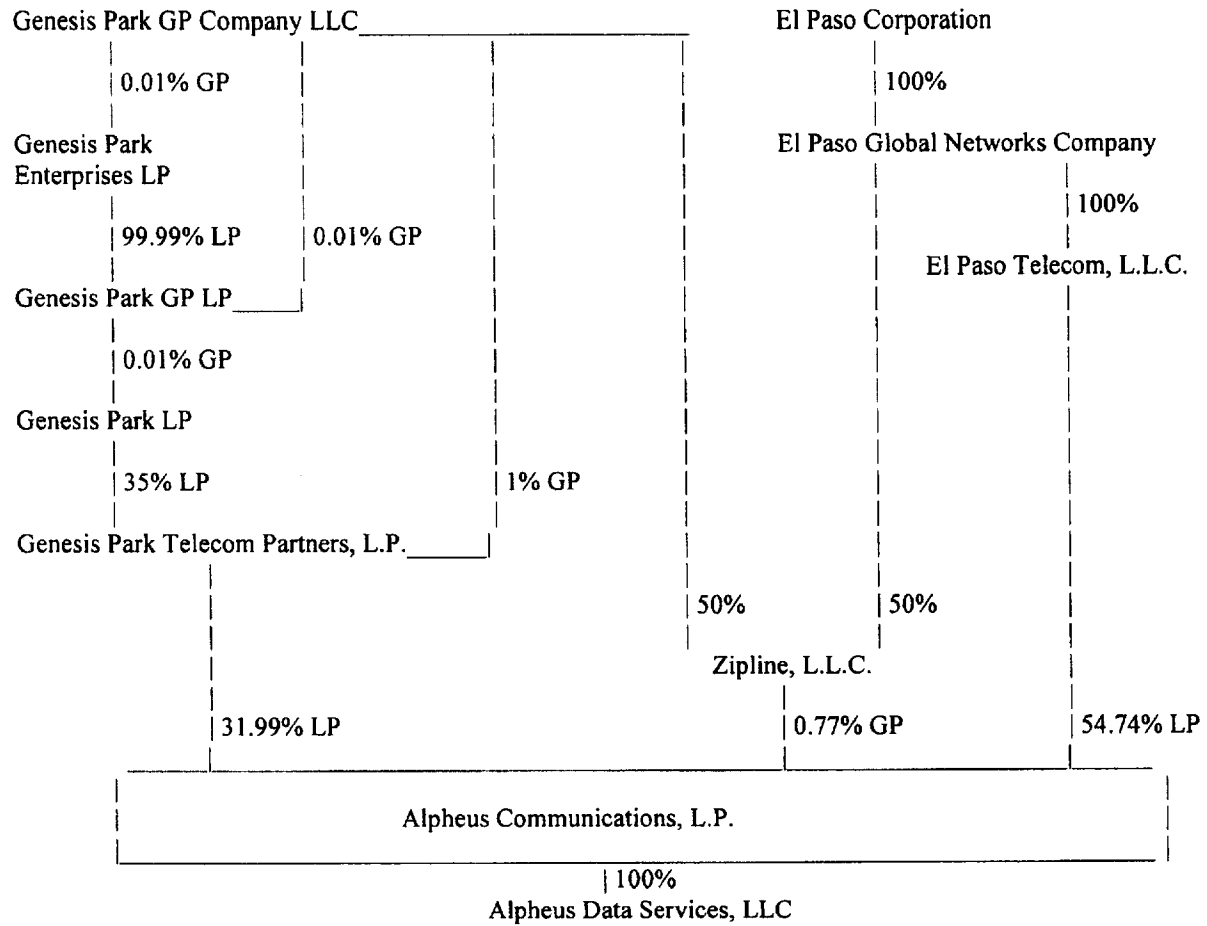
Counsel for El Paso Corp.

Dated: October 30, 2007

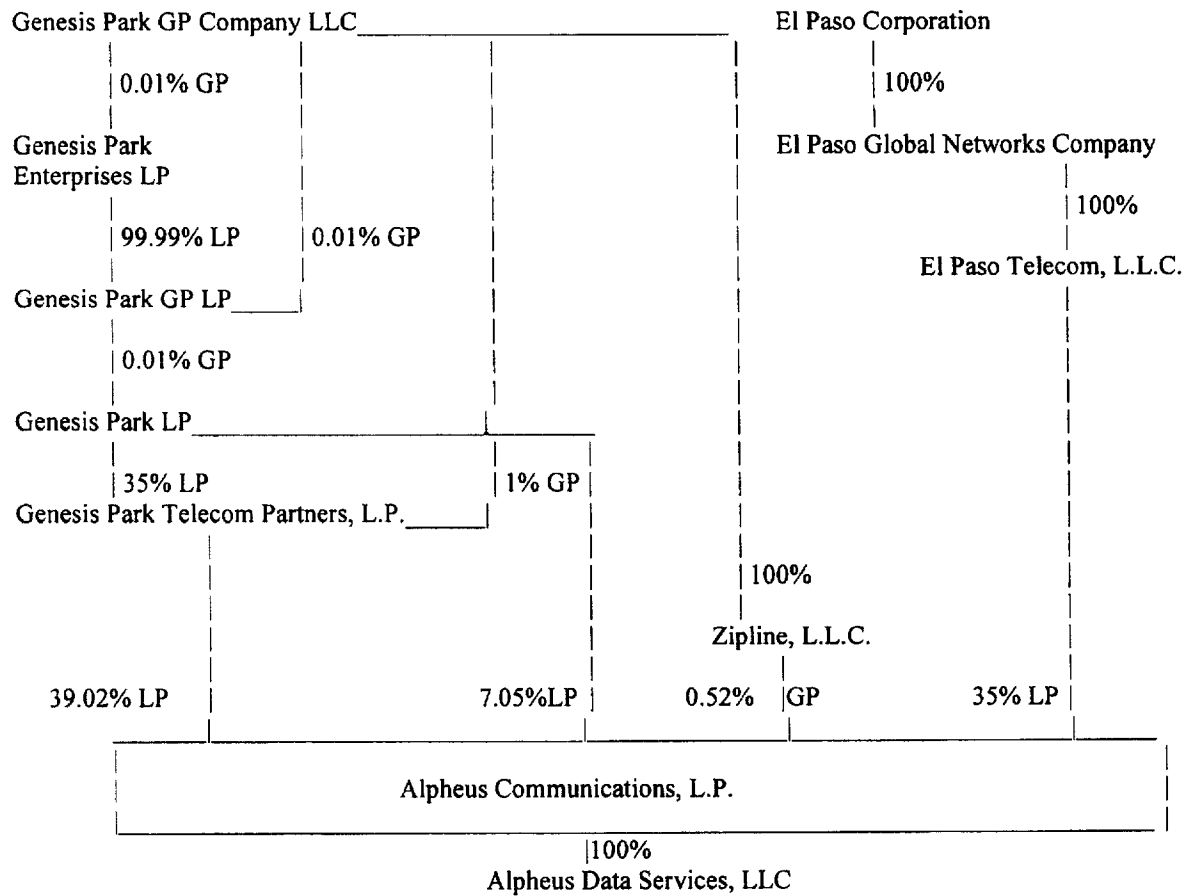
EXHIBIT A

**Pre- and Post-Transaction Corporate Structure of
Alpheus Communications, L.P. and Alpheus Data Services, LLC**

PRE-TRANSACTION OWNERSHIP EXHIBIT



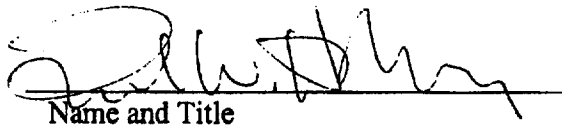
POST-TRANSACTION OWNERSHIP



CERTIFICATIONS

CERTIFICATION

I, Paul W. Hobby, Managing Member of
Genesis Park GP Company LLC ("Genesis Park"), hereby certify under penalty of perjury that I
am authorized to make this Certification on behalf of Genesis Park, the Transferee, in the
foregoing application. I further certify that the information in the foregoing application as it
pertains to the Transferee is true and accurate to the best of my knowledge, and that neither the
Transferor nor the Licensee is subject to a denial of Federal benefits pursuant to Section 5301 of
the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.


Name and Title

Date: 10/30/07

CERTIFICATION

I, Stephen W. Crawford, Senior Vice President and General Counsel
of Alpheus Communications, L.P. ("Alpheus"), hereby certify under penalty of perjury that I am
authorized to make this Certification on behalf of Alpheus and Alpheus Data Services, LLC, the
Licensees in the foregoing application. I further certify that the information in the foregoing
application as it pertains to the Licensees is true and accurate to the best of my knowledge, and
that the Licensees are not subject to a denial of Federal benefits pursuant to Section 5301 of the
Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

Stephen W. Crawford / Sr. V.P. General Counsel
Name and Title

Date: 10/30/07

CERTIFICATION

I, _____,
of El Paso Corporation ("El Paso"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of El Paso, the Transferor, respectively, in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferor is true and accurate to the best of my knowledge, and that the Transferor is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

Oscar Gonzalez, VP of IT
Name and Title

Date: OCT 30, 2007

RWB